

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF WEST VIRGINIA**

In Re: Ohio Valley University

Bk. No.: 22-00056

Chapter 7

Debtor.

**ORDER APPROVING THE MOTION OF CHAPTER 7 TRUSTEE FOR
THE SALE OF CERTAIN ASSETS OF THE DEBTOR'S ESTATE FREE
AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES
PURSUANT TO 11 U.S.C. §§105 AND 363 AND RELATED RELIEF**

Upon the Motion of Thomas H. Fluharty, Chapter 7 Trustee (the "Trustee") for the Estate (the "Estate") of Ohio Valley University (the "Debtor"), by its counsel, requesting the entry of an order approving the sale of certain assets of the Debtor's Estate to Cranehill Capital, LLC. ("Cranehill") free and clear of liens, claims, interests and encumbrances pursuant to sections 105 and 363 of Title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure 6004 (the "Bankruptcy Rules"), and related relief ("Motion"); and the Court having jurisdiction to consider the Motion and requested relief in accordance with 28 U.S.C. §§157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. §157(b); and due and proper notice of the Motion having been provided; and it appearing that no other notice need be provided, and that further notice has been waived; and the Court having read and considered the Motion; and any objections to the Motion having been resolved, withdrawn, or otherwise overruled by the Court; and the Court having determined that the Bidding Procedures are fair, reasonable and appropriate, reflect the Trustee's exercise of prudent business judgment consistent with its fiduciary duties, and are designed to maximize the

value to be obtained by the Estate for the Remnant Assets; and the Court having determined that the legal and factual bases set forth in the Motion and at any hearing thereon establish just and sufficient cause for the relief granted herein; it is hereby

ADJUDGED, ORDERED and DECREED that:

1. The relief sought in the Motion is GRANTED.
2. The Purchase Agreement and all of its terms and conditions are approved in their entirety.
3. The Bidding Procedures are approved in their entirety.
4. The Purchase Agreement and the Bidding Procedures are fair and reasonable.
5. Pursuant to section 363(b) of the Bankruptcy Code, the Trustee is authorized to sell the Remnant Assets of the Bankruptcy Estate including any interest in the Estate of Dorothea J. Tustin, and any other unknown assets, real or personal, excluding cash on hand; the sales price of this transaction; coal within the State of West Virginia, all oil or gas interests; the real estate encompassing the campus real estate described in the Exhibit A attached to the Asset Purchase Agreement, and any personal property located on the former campus, to Cranehill Capital, LLC. for the Purchase Price as provided in the Motion.
6. Pursuant to section 363(f) of the Bankruptcy Code, the sale of the Remnant Assets to Cranehill Capital, LLC, ("Sale") shall be free and clear of any and all liens, claims, interests, and encumbrances, with such liens, claims, interests, and encumbrances to attach to the proceeds of the Sale with the same force, effect, and priority as such liens, claims, interests and encumbrances have on the Estate's right to the Remnant Assets, as appropriate, subject to the rights and defenses of the Trustee and any party in interest with respect thereto.
7. The Trustee and its professionals are authorized to take such actions as are necessary

to effectuate the terms of the Purchase Agreement, together with all additional instruments and documents that may be reasonably necessary to implement the Sale and Purchase Agreement.

8. Cranehill Capital, LLC. is granted the protections provided to a good faith purchaser under section 363(m) of the Bankruptcy Code.

9. The transfer of the Remnant Assets to Cranehill Capital, LLC. pursuant to the Purchase Agreement constitutes a legal, valid, and effective transfer of the Remnant Assets, and such transfer shall vest Cranehill Capital, LLC. With all right, title, and interest in and to the Remnant Assets.

10. The fourteen-day stay under Bankruptcy Rule 6004(h) is waived.

11. This Court reserves jurisdiction over the provisions of this Order and to hear and determine all matters arising from the implementation of this Order.

Respectfully submitted by:

/s/ Thomas H. Fluharty
Thomas H. Fluharty, Trustee
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